

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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CENGAGE LEARNING INC.
(f/k/a THOMSON LEARNING INC.)
PEARSON EDUCATION, INC.
JOHN WILEY & SONS, INC., AND
THE MCGRAW-HILL COMPANIES, INC.

Plaintiffs,

- against -

BUCKEYE BOOKS,
USED BOOK EXCHANGE
TEXTBOOKSRUS.COM, LLC, AND
PHILIP SMYRES,

Defendant.
-----X

07 Civ. 8540 (CM)(THK)

**DECLARATION OF AARON
GEORGHIADES**

AARON GEORGHIADES, declares, under penalty of perjury pursuant to 28 U.S.C. § 1746,
that the following is true and correct:

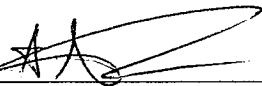
1. I am the attorney for Plaintiffs, Cengage Learning, Inc., Pearson Education, Inc., John Wiley & Sons, Inc. and The McGraw-Hill Companies, Inc., in the above-referenced proceeding.
2. As such, I am familiar with the facts and circumstances set forth herein. I submit this declaration in support of Plaintiffs' opposition to Defendants' motion to dismiss for lack of personal jurisdiction.
3. I have attached hereto as Exhibit "1" a copy of the complaint that was filed in the United States District Court, Southern District of New York on October 2, 2007. [the "Complaint"].
4. I have attached hereto as Exhibit "2" the Affidavit of Richard Essig, and all exhibits annexed thereto. ["Essig Aff. ¶"].

5. I have attached hereto as Exhibit "3" the Affidavit of Patrick Murphy, and all exhibits annexed thereto. ["Murphy Aff. ¶"]

6. I have attached hereto as Exhibit "4" the Affidavit of William Sampson, and all exhibits annexed thereto. ["Sampson Aff. ¶"]

Dated: New York, New York
November 8, 2007.

COZEN O'CONNOR
A Professional Corporation
Attorneys for Plaintiffs
CENGAGE LEARNING, INC., PEARSON
EDUCATION, INC., JOHN WILEY & SONS,
INC., and THE MCGRAW-HILL COMPANIES,
INC.

By: 

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